

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

Eric R. Bahe, Custodian, CGM Roth)	
Conversion IRA,)	
)	
Plaintiff,)	
)	Civil Action No.
-against-)	04-11195 (MLW)
)	
Franklin/Templeton Distributors, Inc.,)	
Frank T. Crohn, Burton J. Greenwald,)	
Charles Rubens II, Leonard Rubin And)	
William J. Lippman,)	
)	
Defendants,)	
-and-)	
)	
Franklin Balance Sheet Investment Fund,)	
)	
Nominal Defendant.)	
)	

**DEFENDANTS FRANK T. CROHN, BURTON J. GREENWALD, CHARLES RUBENS,
II AND LEONARD RUBIN'S MOTION TO DISMISS THE COMPLAINT**

Defendants Frank T. Crohn, Burton J. Greenwald, Charles Rubens, II and Leonard Rubin (the "independent Trustees") move to dismiss the complaint pursuant to Federal Rules of Civil Procedure 12(b)(2), 12(b)(3) and 23.1. In support of their motion, the independent Trustees rely on the accompanying Memorandum of Law and affidavits of each of them.

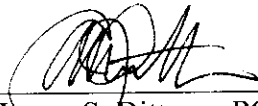
REQUEST FOR ORAL ARGUMENT

In accordance with Rule 7.1(d) of the Local Rules of this Court, the independent Trustees request oral argument at a date and time to be set by this Court.

Respectfully submitted,

FRANK T. CROHN, BURTON J.
GREENWALD, CHARLES RUBENS, II
AND LEONARD RUBIN

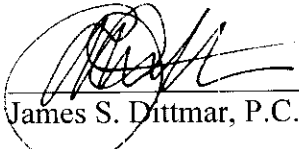
By their attorneys,


James S. Dittmar, PC (BBO# 126320)
Stuart M. Glass (BBO# 641466)
GOODWIN PROCTER LLP
Exchange Place
Boston, Massachusetts 02109-2881
(617) 570-1000

Dated: August 27, 2004

LOCAL RULE 7.1(A)(2) CERTIFICATION

I, James S. Dittmar, hereby certify that on August 25, 2004, I conferred by telephone with Theodore M. Hess-Mahan, counsel for plaintiffs, in a good faith effort to resolve or narrow the issues presented in this motion prior to filing and that we were unable to resolve or narrow the issues.


James S. Dittmar, P.C.

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney(s) of record for each other party by ~~mail/hand~~ and/or Federal Express on 8/27/04 Stuart M. Glass